

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MICHIGAN
SOUTHERN DIVISION**

In re:	:	Chapter 9
	:	
CITY OF DETROIT, MICHIGAN,	:	Case No. 13-53846
	:	
Debtor.	:	Hon. Steven W. Rhodes
	:	

**CITY OF DETROIT’S OBJECTIONS AND
RESPONSES TO DWSD DISCOVERY PARTIES’ FIRST SET
OF JOINT REQUESTS FOR THE PRODUCTION OF DOCUMENTS**

Pursuant to Federal Rules of Civil Procedure 26 and 34, as made applicable to this proceeding by the Federal Rules of Bankruptcy Procedure 7026, 7034, 9014, and 9016, the City of Detroit, Michigan (the “City”) hereby submits the following objections and responses to DWSD Discovery Parties’ First Set of Joint Requests for the Production of Documents (the “Document Requests”).

GENERAL OBJECTIONS

The City incorporates the following general objections into each of its specific responses to these Document Requests served by National Public Finance Guarantee Corporation, Assured Guaranty Municipal Corp., and Berkshire Hathaway Assurance Corporation (collectively, the “Objectors”). The assertion of the same, similar, or additional objections, or a partial response to any individual request, does not waive any of the City’s general objections.

1. The City objects to each and every one of these Document Requests, and the instructions and definitions therein, to the extent they seek to impose a burden or obligation beyond those required by the Federal Rules of Civil Procedure, the Federal Rules of Bankruptcy Procedure, the local rules of the United States Bankruptcy Court for the Eastern District of Michigan, any other applicable procedural rules, or the Fourth Amended Order Establishing Procedures, Deadlines and Hearing Dates Relating to the Debtor's Plan of Adjustment ("Scheduling Order"), or the most recently filed version of that Order. Specifically, the City objects to any request which seeks to require the disclosure of expert materials prior to the time specified in the Scheduling Order for disclosure of experts. *See* Fourth Amended Scheduling Order, at ¶ 9 (June 10, 2014, is the deadline to file list of experts).

2. The City objects to each and every one of these Document Requests, and the instructions and definitions therein, to the extent that they seek production of documents or things that are subject to the attorney-client privilege, attorney work product doctrine, settlement or mediation privilege (*see* Dkt. 0322), the common interest doctrine and/or any other applicable privilege or immunity, or to a protective order and/or stipulation of confidentiality between the City and any third party. Further, inadvertent production of any privileged or otherwise

protected documents in response to these Document Requests shall not be deemed a waiver or impairment of the City's rights or any claim of privilege or immunity.

3. The City objects to each and every one of these Document Requests, and the instructions and definitions therein, as unduly burdensome and oppressive, and not reasonably calculated to lead to the discovery of admissible evidence to the extent they require the City to provide a privilege log containing, with respect to each document withheld on a claim of privilege, a statement describing the document and the nature of the privilege. The City will not provide such a privilege log with its productions of documents in response to these Document Requests.

4. The City objects to each and every one of these Document Requests, and the instructions and definitions therein, as unduly burdensome and oppressive, and not reasonably calculated to lead to the discovery of admissible evidence to the extent they require the City to provide a log containing, with respect to each document that has been destroyed, lost, mislaid, or is otherwise missing, a statement describing the document and information regarding the circumstances under which it was destroyed, lost, mislaid, or otherwise missing. The City will not provide such a log with its productions of documents in response to these Document Requests.

5. The City objects to each and every one of these Document Requests, and the instructions and definitions therein, to the extent they seek information that is confidential or proprietary business information, trade secrets, other proprietary information, intellectual property, and/or commercially sensitive information of a third party to whom the City owes a legal obligation of non-disclosure. Such information will only be provided pursuant to a court-entered protective order and with the consent of the operative third parties.

6. The City objects to each and every one of these Document Requests, and the instructions and definitions therein, to the extent they request information protected from discovery by any right to privacy or any other applicable privilege, including the right to privacy of third parties, or by the City's obligations under applicable law to protect such confidential information.

7. The City's production of documents will include materials that contain third party personally identifiable information (as that term is defined in the Protective Order (Dkt. 0688)). Pursuant to the terms and conditions set forth in the Protective Order, the City reserves the right to redact such personally identifiable information from any documents that may be produced in response to these Document Requests.

8. The City objects to each and every one of these Document Requests, and the instructions and definitions therein, to the extent they seek discovery of

electronic information that is not reasonably accessible, on the grounds of undue burden and cost. By stating that it will produce or make available information responsive to a particular Document Request, the City represents that it will produce responsive, non-privileged information subject to reasonable limitations on the scope of the search, review, and production of such information due to the cost and burden of production.

9. The City objects to each and every one of these Document Requests, and the instructions and definitions therein, as unduly burdensome and oppressive to the extent they purport to require the City to search facilities and inquire of its officers, employees, representatives, attorneys, advisors and/or agents other than those facilities and officers, employees, representatives, attorneys, advisors and/or agents reasonably expected to have responsive, non-privilege documents.

Accordingly, the City's responses to these Document Requests are based upon (1) a reasonable search, given the time permitted to respond to these Document Requests, of facilities and files reasonably expected to possess responsive, non-privilege documents and (2) inquiries of the City's officers, employees, representatives, attorneys, advisors and/or agents who could reasonably be expected to possess responsive, non-privilege documents. To that end, the City will not produce documents from the City's attorneys – namely, Jones Day, Pepper

Hamilton LLP and Miller, Canfield, Paddock, and Stone, P.L.C, unless it indicates otherwise in connection with a specific request.

10. The City objects to each and every one of these Document Requests, and the instructions and definitions therein, to the extent they seek disclosure of information not within the City's possession, custody, or control.

11. The City objects to each and every one of these Document Requests, and the instructions and definitions therein, to the extent they seek information that is neither relevant to the subject matter of this action nor reasonably calculated to lead to the discovery of admissible evidence.

12. The City objects to each and every one of these Document Requests, and the instructions and definitions therein, to the extent that any term, phrase or word used therein is vague and ambiguous, subject to varying interpretation, requires subjective knowledge by any other party other than the City, or involves issues of law subject to resolution by the court. The City will respond to each and every Document Request to the extent possible, based on the most objectively reasonable interpretation of each such term, phrase or word in the Document Request. To that end, any terms not otherwise defined by these Document Requests, and the instructions and definitions therein, will be given the definitions reflected in the most recently filed version of the City's Chapter 9 Plan for the Adjustment of Debts of the City of Detroit (the "Plan") and the most recently filed

version of the City's Disclosure Statement With Respect to Chapter 9 Plan for the Adjustment of Debts of the City of Detroit (the "Disclosure Statement"). In addition, for the purposes of its responses to these Document Requests, the City will define the terms "Plan," "Disclosure Statement," and "Scheduling Order" to mean the most recently filed versions of those documents.

13. The City objects to each and every one of the Objector's definitions and requests to the extent they are or purport to be so comprehensive as to be impossible or unduly burdensome and expensive to comply with literally. Many definitions and requests are overly broad, vague, unduly burdensome, and do not describe the requested documents with reasonable particularity. The City also objects to each and every one of these Document Requests, and the instructions and definitions therein, as overbroad, unduly burdensome, not relevant and not reasonably calculated to lead to the discovery of admissible evidence to the extent that they call for production of "all" documents relating to an individual topic or subject area. Specifically, the City objects to the phrase "all" as it is used throughout these Document Requests to the extent that it requires the City to search for and review millions of pages of documents, many of which will have no relevance to this litigation, in order to identify each and every document that may possibly be responsive to a request.

14. The City objects to each and every one of these Document Requests to the extent that they either do not specify a responsive time period or specify a time period that is not relevant to the Objector's claims or defenses as overly broad, unduly burdensome, and not reasonably calculated to lead to the discovery of admissible evidence. Accordingly, unless otherwise indicated, the City's responses to these Document Requests are limited to the time period of January 1, 2013 through the date of the City's response to these Document Requests.

15. The City objects to the definition of "City," "you" and "your" insofar as they purport to include "the Debtor, the City of Detroit, Michigan, or any other persons or entities acting or purporting to act for or on its behalf or at its direction, including, but not limited to, Emergency Manager Kevyn Orr and his advisors" because such an expansive definition is overly broad, unduly burdensome, and potentially calls for the production of documents that are not within the possession, custody, or control of the City, or its advisors, Ernst & Young, Conway MacKenzie, and Miller Buckfire.

16. The City objects to each and every one of these Document Requests, and the instructions and definitions therein, to the extent that the information sought is unreasonably cumulative or duplicative, or is obtainable from some other source that is more convenient, less burdensome, or less expensive. Specifically, the City objects to each and every one of these Document Requests, and the

instructions and definitions therein, to the extent the information sought is equally available to the Objectors, including information and documents that are publicly available and/or already in the Objector's possession, as providing such information would be unduly burdensome.

17. The City objects to each and every one of these Document Requests, and the instructions and definitions therein, insofar as they constitute interrogatories that Plaintiffs have drafted in the form of document requests in an effort to avoid the 25-interrogatory limit under Federal Rule of Civil Procedure 33, as made applicable to this proceeding by the Federal Rules of Bankruptcy Procedure 7026, 7033, 9014, and 9016. The City further objects to each and every one of these Document Requests, and the instructions and definitions therein, to the extent that any of the requests, definitions, or instructions purport to require the City to create documents in order to respond to any particular request.

18. The City's general and specific objections are made based on its understanding and interpretation of each Document Request. The City reserves the right to supplement its objections should the Objectors subsequently put forth an interpretation of any Document Request differing from the City's interpretation of the same language. The City reserves the right to object on any ground at any time to other discovery requests Objectors may propound involving or relating to the same subject matter of these Document Requests.

19. By responding to these Document Requests, the City is not implicitly or explicitly agreeing with or otherwise adopting the Objector's characterizations or definitions contained therein, or admitting or conceding that the information sought is likely to lead to the discovery of admissible evidence. Except for any facts explicitly admitted in the City's objections or responses, no admission of any nature whatsoever is to be implied by or inferred from any statement anywhere in this document.

20. The City reserves the right to supplement these objections and responses and to assert additional objections to these Document Requests and the production of documents as necessary.

21. Each of these General Objections is incorporated by reference into each of the objections set forth below and each response set forth below is made without waiving any of these General Objections.

REQUESTS FOR PRODUCTION

1. All Documents that You have reviewed, identified, or relied upon in answering any of the DWSD Discovery Parties' Interrogatories.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 1:

Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

2. All Documents produced and interrogatory responses served by the City to any parties in interest, pursuant to any written discovery requests served pursuant to the Scheduling Order.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 2:

Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

3. All audited financial statements including audit opinions and management letters for the Systems for fiscal years 2009 through 2013 and year-to-date for Fiscal Year 2014, including all Documents relating to any disputes with, or material issues raised by, such Systems' accountants or auditors with respect to operations of such Systems, including any significant issues regarding internal controls.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 3:

Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

4. All financial statements and supporting schedules for the Systems for fiscal years 2009 through 2013 and year-to-date for Fiscal Year 2014, including:

- a. Financial statements with restricted assets and equity components broken out;
- b. Income statements, including comparisons to budget;
- c. Historical statements of cash flows;

- d. Notes to financial statements;
- e. Balance sheets (actual);
- f. Detailed trial balances;
- g. Aged accounts receivable;
- h. Aged accounts payable; and
- i. Allowances for doubtful accounts and write-offs of bad debts.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 4:

Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

5. All Documents reflecting the historical allocation of pension and OPEB expenses and liabilities to the Systems and to the City from January 1, 2009 to the present, including the actual pension contributions and OPEB cash flows for the Systems and the City.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 5:

Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

6. All actuarial reports for the GRS pension plans and OPEB from January 1, 2009 to the present.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 6:

Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

7. All bank statements for the Systems from January 1, 2009 to the present.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 7:

Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

8. Documents sufficient to show contracts involving the Systems and any third party or vendor under which the City's total payments are equal to or exceed \$5 million.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 8:

Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

9. Documents sufficient to show professional, consulting, advisory or other related fees and expenses, broken out by provider and amount, that have been or are expected to be charged to the Systems in connection with the City's chapter 9 bankruptcy proceeding.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 9:

Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

10. All Documents, including those concerning any related support and assumptions, for the Systems relating to the City's Ten-Year Financial Projections (through Fiscal Year 2023), including:

- a. The financial impact, timing and other matters relating to the potential departure of any municipal entity;
- b. Any planned, proposed or projected rate determinations;
- c. Any planned, proposed or projected Capital Improvement Projects and the proposed source of funding for any such projects;
- d. Any planned or projected financing difficulties;
- e. Any planned or projected changes in borrowing costs, and the resulting impact;
- f. Any planned or projected collection issues;
- g. Growth rates relevant to income tax revenue projections;
- h. The cost of services for the Systems;
- i. Historical collection rates and amounts for customers by class; and

- j. Administrative and operational expenses.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 10:

Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

11. All Documents relating to rate-setting computations for both wholesale and retail rates for the Systems from January 1, 2009 to the present, including rate calculations or support for any rate increases, agreements and negotiations regarding rate setting and any reconciliation(s) with anticipated capital needs.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 11:

Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

12. All Documents relating to the proposed DWSD “rate stability program” for City residents to enhance affordability of retail rates as described on page 48 of the Plan.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 12:

Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody,

or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

13. All Documents relating to any anticipated bond issues or financing on behalf of the Systems, including financial analysis, cash flow projections, structuring detail, credit enhancement provided, financing team contact information, timeline of issuance and estimated interest rates.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 13:

Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

14. All Documents relating to the GLWA, or any DWSD Transaction referenced in the Disclosure Statement, or to any previously proposed DWSD Transaction referenced in earlier version(s) of the Disclosure Statement, including all Documents related to:

- a. Communications with Macomb, Oakland, Wayne, St. Clair, Genesee, Washtenaw, or Monroe Counties, the State of Michigan, or any other County or entity (public or private), including Documents reflecting any meetings or negotiations with the above entities, or that were provided to or received from such entities;
- b. A potential public-private partnership as an alternative to any DWSD Transaction, including all Communications regarding the DWSD RFI;
- c. Any pro forma financial statements of GLWA;
- d. Any analysis of the economic gains/losses expected to be achieved/incurred, including any pro forma projection of any changes to bond debt service relating to the Systems;

- e. All rate studies, including rate study comparisons with other systems;
- f. Sizing of and analytical support for any lease payments or proposed lease payments to be made by GLWA, including the determination and calculation of such lease payments;
- g. Communications regarding any lease payments or proposed lease payments to be made by GLWA;
- h. The stretch-out reduction in the DWSD's labor force from approximately 1,700 to 1,000 through 2012, including the potential impact on wholesale contract renewals;
- i. Any feasibility assessments of GLWA;
- j. The benefits or burdens of entering any DWSD Transaction, including any studies, analyses or reports;
- k. The consideration of or decision about whether to enter any DWSD Transaction;
- l. The consideration of or decision about how to structure the GLWA or any DWSD Transaction;
- m. Any Payment in Lieu of Taxes (PILOT) programs;
- n. Any requests for proposal regarding financing for the Systems;
- o. The fees, expenses and costs of all professionals incurred or that will be incurred in connection with any DWSD Transaction; and
- p. Any analysis of projected or anticipated cost savings.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 14a-f:

The City objects to this document request as overbroad insofar as it seeks documents relating to the GLWA or the DWSD Transaction, or related bonds or financing, as neither of them is currently contemplated by the Plan or Disclosure

Statement. Accordingly, the request is not reasonably calculated to lead to the discovery of admissible evidence. On the basis of this objection, the City will not produce documents related to the GLWA or DWSD Transaction. The City also objects to this document request to the extent it requires the production of documents containing commercially sensitive information, and will not produce such documents. However, subject to and without waiving this objection, and its general objections above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it..

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 14g-j:

The City objects to this document request as overbroad insofar as it seeks documents relating to the GLWA or the DWSD Transaction, or related bonds or financing, as neither of them is currently contemplated by the Plan or Disclosure Statement. Accordingly, the request is not reasonably calculated to lead to the discovery of admissible evidence. On the basis of this objection, the City will not produce documents related to the GLWA or DWSD Transaction. However, subject to and without waiving this objection, and its general objections above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 14k-p:

The City objects to this document request as overbroad, unduly burdensome, and not reasonably calculated to lead to the discovery of admissible evidence. Specifically, the City objects to this document request as overbroad insofar as it seeks documents relating to the GLWA or the DWSD Transaction, neither of which is currently contemplated by the Plan or Disclosure Statement. To that extent, the request is not reasonably calculated to lead to the discovery of admissible evidence. The City also objects to this document request to the extent it requires the production of documents containing commercially sensitive information, and will not produce such documents. Subject to and without waiving its objections, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

15. All Documents relating to the impact of any DWSD Transaction on the value of the DWSD Bonds or the insurers of such bonds.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 15:

The City objects to this document request as overbroad insofar as it seeks documents relating to the GLWA or the DWSD Transaction, or related bonds or financing, as neither of them is currently contemplated by the Plan or Disclosure Statement. Accordingly, the request is not reasonably calculated to lead to the

discovery of admissible evidence. On the basis of this objection, the City will not produce documents related to the GLWA or DWSD Transaction. However, subject to and without waiving this objection, and its general objections above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

16. All Documents relating to the \$675,000,000¹ in “pension-related payments” to be received by the City from the Systems if the Debtor does not enter into any DWSD Transaction, including all Documents relating to: (i) whether the Systems will have the cash flow to make such payments; (ii) the allocation of such amounts to the Systems; (iii) any prefunding or acceleration of the Systems’ payment of such amounts; and (iv) the pro forma impact on rates and the potential impact of higher rates on wholesale contract renewals.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 16:

Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

17. All Documents relating to the calculation of the projected pension and OPEB expenses for the Systems, including:

- a. Projection of pension and OPEB liabilities, assets, expenses and cash flows for the Systems;

¹ Note that this number excludes the \$24.3 million payment projected for Fiscal Year 2014, and with this amount included, the correct number is \$699.3 million. See Exhibit L to the Disclosure Statement at 189.

- b. If the pension and OPEB expenses are allocated from the City's pension and OPEB expenses, the basis for such allocation;
- c. Actuarial assumptions and methods employed in the projection of pension expenses, including expected asset returns, asset smoothing methods, unfunded liability amortization methods, future payroll growth, and new hire assumptions;
- d. Plan provisions reflected in the pension and OPEB projection, both for the legacy benefits (for example, if any benefit reduction is assumed) and for ongoing accrual (for example, the DB or DC formula for current employees and new hires);
- e. The amount of pension assets and liabilities allocated to the Systems from the GRS and a description of the methodology used in such allocation; and
- f. The latest pension and OPEB actuarial valuation census data (both active employees and retirees) for the Systems.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 17:

Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

18. All Documents relating to the City's consideration of a private party purchase, public-private partnership, lease or operation and management of the Systems, including information provided to potential purchasers or investors.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 18:

The City objects to this document request as overbroad insofar as it seeks documents relating to the GLWA or the DWSD Transaction, or related bonds or financing, as neither of them is currently contemplated by the Plan or Disclosure

Statement. Accordingly, the request is not reasonably calculated to lead to the discovery of admissible evidence. On the basis of this objection, the City will not produce documents related to the GLWA or DWSD Transaction. The City also objects to this document request to the extent it requires the production of documents containing commercially sensitive information, and will not produce such documents. However, subject to and without waiving this objection, and its general objections above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

19. All Documents relating to the DWSD RFI, including all responses thereto.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 19:

The City also objects to this document request to the extent it requires the production of documents containing commercially sensitive information, and will not produce such documents. However, subject to and without waiving this objection, and its general objections above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

20. All Documents relating to proposals, analyses, studies or reports related to the restructuring of the Systems, whether implemented, considered or

proposed, including the costs of such restructuring and any actual or projected savings.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 20:

The City objects to this document request as overbroad insofar as it seeks documents relating to the GLWA or the DWSD Transaction, or related bonds or financing, as neither of them is currently contemplated by the Plan or Disclosure Statement. Accordingly, the request is not reasonably calculated to lead to the discovery of admissible evidence. On the basis of this objection, the City will not produce documents related to the GLWA or DWSD Transaction. The City also objects to this document request to the extent it requires the production of documents containing commercially sensitive information, and will not produce such documents. However, subject to and without waiving this objection, and its general objections above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

21. All Documents relating to any pending, proposed or contemplated legislation or regulations relating to the Plan.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 21:

Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody,

or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

22. All Documents relating to any credit analysis relating to the Systems following the City's emergence from chapter 9, including any analysis performed by the City, the City's financial advisors, the City's investment bankers, any rating agency or any other third party.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 22:

Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

23. Documents sufficient to show the City's credit rating(s) for the DWSD Bonds from January 1, 2005 to the present.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 23:

Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

24. All Documents relating to any criminal or regulatory investigation or proceedings, or threatened proceedings, pertaining to the operations of the Systems or the GRS.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 24:

Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

25. Documents sufficient to show formal or informal complaints or inquiries by governmental agencies, including environmental protection agencies, regarding environmental concerns from January 1, 2009 to the present and the estimated or actual costs of addressing any such concerns.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 25:

Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

26. Documents sufficient to show any hardship exemptions for the Systems provided by any environmental protection agency, and for each such exemption, all Documents relating to: (i) financial capability analysis to the exemption; (ii) the material operating expenses and capital expenditures to be incurred with the exemptions; and (iii) the material operating expenses and capital expenditures to be incurred with the exemptions.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 26:

Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody,

or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

27. All Documents relating to any inquiry, formal or informal, by the Internal Revenue Service, the Environmental Protection Agency, the Michigan Department of Environmental Quality, the Securities and Exchange Commission, the Department of Justice or the Federal Bureau of Investigation or any other governmental authority, federal or state, with respect to any bonds, notes or other securities issued by or on behalf of the City with respect to the Systems, including the estimated costs to remediate any identified issues.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 27:

Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

28. All Documents relating to the New DWSD Bonds, the New DWSD Revolving Bonds, the New Existing Rate DWSD Bonds, the New Existing Rate GLWA Bonds, the New GLWA Bonds, the New GLWA Revolving Bonds, and any other bond relating to the Systems proposed or otherwise referenced in the Plan, including all Documents relating to:

- a. The determination and calculation of interest rates set forth in the Interest Rate Reset Chart attached as Exhibit I.A.159 to the Disclosure Statement, including the basis for changes made to the rates referenced in the corresponding exhibit in earlier versions of the Disclosure Statement;
- b. The City's proposed modification or elimination of the "no-call" provisions in the DWSD Water and Sewer Bonds;
- c. The City's proposed amendment of the definition of "operations and maintenance expenses" to include, inter alia,

the amount of any lease payment payable to the City's General Fund;

- d. Procuring or obtaining any public ratings for such bonds;
- e. Whether "holders of New Securities may encounter limited market acceptance of City credit upon any attempt to sell City debt obligations, making sales at or near par potentially difficult" as stated in the Disclosure Statement;
- f. The tax exempt status of interest payments on such bonds; and
- g. Procuring or obtaining municipal bond insurance for such bonds.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 28:

The City objects to this document request as overbroad insofar as it seeks documents relating to the GLWA or the DWSD Transaction, or related bonds or financing, as neither of them is currently contemplated by the Plan or Disclosure Statement. Accordingly, the request is not reasonably calculated to lead to the discovery of admissible evidence. On the basis of this objection, the City will not produce documents related to the GLWA or DWSD Transaction. However, subject to and without waiving this objection, and its general objections above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

29. All Documents relating to the impact of the New DWSD Bonds, the New Existing Rate DWSD Bonds, the New Existing Rate GLWA Bonds, the New GLWA Bonds, the New GLWA Revolving Bonds, and any other bond relating to

the Systems proposed or otherwise referenced in the Plan on the value of the DWSD Bonds or the insurers of such bonds.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 29:

The City objects to this document request as overbroad insofar as it seeks documents relating to the GLWA or the DWSD Transaction, or related bonds or financing, as neither of them is currently contemplated by the Plan or Disclosure Statement. Accordingly, the request is not reasonably calculated to lead to the discovery of admissible evidence. On the basis of this objection, the City will not produce documents related to the GLWA or DWSD Transaction. However, subject to and without waiving this objection, and its general objections above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

30. The Minutes of all meetings of the Systems' governing body from January 1, 2009 to the present.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 30:

Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

31. Documents sufficient to show the Systems' property, plants and equipment (including an inventory of spare parts and supplies), as well as other assets, and any valuation assessment or appraisal for such assets from January 1, 2009 to the present.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 31:

Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

32. Any insurance policies for the benefit of the Systems.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 32:

Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

33. Documents sufficient to show, by project or program, administrative, operational or any other expenses for maintenance programs, deferred maintenance programs, emergency maintenance projects, and capital expenditure programs, for the Systems from January 1, 2009 to the present.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 33:

Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody,

or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

34. Documents sufficient to show construction projects that are in progress, including work to be performed and cost estimates for completing each project.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 34:

Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

35. All Documents relating to any analyses or assessments of necessary or appropriate capital expenditures or improvements for the Systems made by the City, the DWSD, any county (including Macomb, Oakland, Wayne, St. Clair, Genesee, Washtenaw, or Monroe Counties), any wholesale customers or any consultant or representative acting on behalf of any aforementioned entity or customer.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 35:

Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

36. All Documents reflecting any assessment of the Capital Expenditure needs of the Systems that are more current than DWSD's 10-year CIP (Capital Improvement Program) dated September 24, 2013.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 36:

Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

37. Documents sufficient to show historical and current days sales outstanding, including accounts receivable historical aging schedules for the Systems.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 37:

Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

38. Documents sufficient to show historical and current bad debt expense as a percent of gross accounts receivable for the Systems.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 38:

Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

39. Documents sufficient to show the City and/or DWSD's historical and current process of billing and collecting for the Systems.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 39:

Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

40. Documents sufficient to show the average and median bills for the Systems by customer rate class, including customer rate classes for the City and for each of the surrounding areas where the Systems provide services.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 40:

Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

41. Documents sufficient to show the number of customer accounts for the Systems by customer class for Fiscal Years 2009 through 2013 and any projection prepared by the City or the Systems for Fiscal Years 2014 through 2023.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 41:

Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody,

or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

42. The most recent cost of services study done for the City regarding the Systems.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 42:

Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

43. Documents that refer to the prospect of any wholesale or retail customers or groups of customers discontinuing use of the Systems so as to lead to a material decrease in the Systems' gross revenue.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 43:

Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

44. Documents sufficient to show any anticipated capital expenditures for the Systems to be funded after Fiscal Year 2024.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 44:

Subject to and without waiving the general objections noted above, the City

responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

45. Documents sufficient to show amounts held in the Operation and Maintenance Fund and the Construction Fund for the Systems.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 45:

Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

46. Documents sufficient to show any accounts of the Systems not controlled by the Water and Sewer Bond Trustee and the balances in such accounts, reflecting the cash in and out of the accounts, from the Petition Date to present.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 46:

Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

47. All Documents reflecting opinions, assessments, studies or reports reflecting current and projected optimal employee headcounts for the Systems.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 47:

Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

48. Documents sufficient to show the schedules of full-time employees of the Systems by specific titles and roles, age, years of service, salaries, and expected year of retirement for Fiscal Years 2009 through 2013 and year-to-date for Fiscal Year 2014.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 48:

Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

49. All Documents reflecting any valuation, assessment or estimate of, or opinion concerning, the capacity or condition of any treatment plant, pump station, pipeline, or any other Systems asset.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 49:

Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

50. All Documents relating to employment terms for employees of the Systems in the event of any DWSD Transaction referenced in the Disclosure Statement, including severance policies and Communications with union or other labor representatives for employees of the Systems.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 50:

Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

51. All Documents relating to any labor relations assessment concerning the DWSD.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 51:

Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

52. All Documents evincing or referring to the practice of providing advantageous working conditions or requiring unnecessary work (sometimes referred to “feather-bedding”) within the DWSD, or labor optimization for the DWSD, and any and all opinions, assessments, studies or reports analyzing such issues or reflecting any proposed solutions to such issues.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 52:

Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody,

or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

53. All consultant reports for the Systems for the last 10 years.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 53:

Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

54. Charts or other Documents showing, or sufficient to show, the current organizational structure of the Systems, and the names and positions of key employees, and any proposed changes to occur upon the Effective Date of the Plan.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 54:

Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

55. All Documents relating to the New DWSD Issuance.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 55:

Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody,

or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

56. All Documents relating to the Underwriting RFP, including all responses thereto.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 56:

Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

57. All Documents that the City intends to or may use as exhibits or evidence or for any purpose at the Confirmation Hearing or at any other hearing related or ancillary to confirmation of the Plan, including without limitation hearings related to the approval of the Disclosure Statement.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 57:

Subject to and without waiving the general objections noted above, the City responds that it will provide the requested information in accordance with the Final Pretrial Order.

58. All Documents that the City has provided or intends to provide to or has received from any witness that it may call to testify at the Confirmation Hearing or at any other hearing related or ancillary to confirmation of the Plan.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 58:

Subject to and without waiving the general objections noted above, the City

responds that Experts will be identified and expert reliance materials and disclosures will be produced in accordance with the Scheduling Order and as required under the Federal Rules of Bankruptcy Procedure. With respect to fact witnesses, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

59. All Documents, including reports, models, data compilations, retainer agreements, invoices and curriculum vitae, which have been provided to, reviewed by, or prepared by or for any expert witnesses for purposes related to the Plan.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 59:

Subject to and without waiving the general objections noted above, the City responds that Experts will be identified and expert reliance materials and disclosures will be produced in accordance with the Scheduling Order and as required under Federal Rules of Bankruptcy Procedure.

60. All Documents, including drafts, referenced in the Disclosure Statement or Plan, including the following missing exhibits from the Disclosure Statement: Exhibit I.A.80; Exhibit I.A.127; Exhibit I.A.148.a; Exhibit I.A.172; Exhibit I.A.173; Exhibit I.A.175; Exhibit I.A.177; Exhibit I.A.180; Exhibit I.A.182; Exhibit I.A.202.a; Exhibit I.A.208; Exhibit I.A.210; Exhibit I.A.211; Exhibit I.A.255; Exhibit II.B.3.t.ii.A; Exhibit II.B.3.u.ii.A; Exhibit II.D.5; Exhibit II.D.6; and Exhibit III.D.2.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 60:

Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody,

or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

61. All Documents that support or relate to the City's contention, if it so contends, that it can satisfy its burden under 11 U.S.C. § 1129(a) as incorporated into Chapter 9 of the Bankruptcy Code.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 61:

Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

62. All Documents that support or relate to the City's contention, if it so contends, that it can satisfy the requirements under 11 U.S.C. § 943(b).

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 62:

Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

63. All Documents concerning the impact on the feasibility of the Plan and creditor recoveries under the Plan in the event the full amounts of the State GRS Consideration and/or the State PFRS Consideration are not received.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 63:

Subject to and without waiving the general objections noted above, the City

responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

64. All Documents relating to the treatment of Claims of Bond Insurers, including Documents relating to: (i) claims for principal and interest due under the applicable bond documents, whether by subrogation, assignment or otherwise; and (ii) direct claims for contractual reimbursement of charges, fees, costs, losses, liabilities and expenses incurred by the Bond Insurers in connection with their respective insurance policies, reimbursement agreements and applicable bond documents.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 64:

Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

65. All Documents constituting or reflecting Communications that relate to the preparation or drafting of and/or content contained in the Disclosure Statement or Plan.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 65:

Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

66. All Documents constituting or reflecting Communications with City Officials that relate to the preparation or drafting of and/or content contained in the Disclosure Statement or Plan.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 66:

Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

67. All Documents that relate to any settlements referenced in the Disclosure Statement or Plan.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 67:

Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

68. All Documents that relate to any settlement, other than those referenced in the Disclosure Statement or Plan, that the City may enter prior to the confirmation of the Plan or as part of the Plan, including any analyses and projections of potential recovery by or against the City, and the City's estimated legal fees, in the absence of such settlements.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 68:

Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

69. All Documents relating to the Professional Fee Reserve, including the source and amount of funding, and the impact of any DWSD Transaction on the Professional Fee Reserve.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 69:

The City objects to this document request as overbroad insofar as it seeks documents relating to the GLWA or the DWSD Transaction, or related bonds or financing, as neither of them is currently contemplated by the Plan or Disclosure Statement. Accordingly, the request is not reasonably calculated to lead to the discovery of admissible evidence. On the basis of this objection, the City will not produce documents related to the GLWA or DWSD Transaction. However, subject to and without waiving this objection, and its general objections above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

70. All Documents relating to the GRS claims in the Disclosure Statement and Plan, including the amount of the claims, and their calculation (underlying assumptions and methods used in the calculation).

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 70:

Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

71. All Documents relating to the PFRS claims in the Disclosure Statement and Plan, including the amount of the claims, and their calculation (underlying assumptions and methods used in the calculation).

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 71:

Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

72. All Documents reflecting any update to the actuarial valuations performed by Gabriel Roeder Smith & Company (“Gabriel Roeder”) for the PFRS and the GRS as of June 30, 2012, based on or using the methods, assumptions, and procedures used by Gabriel Roeder.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 72:

Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

73. All Documents that reflect the estimated or actual current market value of PFRS and GRS assets.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 73:

Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

74. All Documents that relate to the GRS Hybrid Pension Formula and the PFRS Hybrid Pension Formula, including Documents that reflect the analysis conducted to derive those formulas, and the figures and results such formulas may yield.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 74:

Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

75. All Documents reflecting the City's contributions to the PFRS and GRS pension plans from 2004 to the present.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 75:

Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody,

or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

76. All Documents reflecting the City's projected contributions to the PFRS and GRS pension plans through December 31, 2034 based on any actuarial assumption.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 76:

Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

77. All Documents relating to any exit facility or post-confirmation financing, including all Documents relating to: (i) actual, potential or expected terms, cost, security for, and interest rate on the exit facility; (ii) the purpose or intended use of the exit facility funds; (iii) the selection process for the exit facility agent; (iv) Communications with potential exit financing lenders; (v) requests for proposals sent to financial institutions or other potential lenders; and (vi) any research or analysis related to the City's need for exit financing.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 77:

Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

78. All Documents relating to any financing that is not disclosed in the Plan or Disclosure Statement, including all Documents relating to (i) actual,

potential or expected terms, cost, security for, and interest rate on the financing; (ii) the purpose or intended use of the funds; (iii) the selection process for obtaining the financing; (iv) Communications with potential financing lenders; (v) requests for proposals sent to financial institutions or other potential lenders; and (vi) any research or analysis related to the City's need for the financing.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 78:

Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

79. All Documents reflecting research or analysis related to the amount of Debt the City will have and will be able to support immediately following confirmation of the proposed Plan.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 79:

Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

80. All Documents reflecting research or analysis relating to the limits imposed by applicable law on the City's ability to incur debt.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 80:

Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody,

or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

81. All Documents reflecting the nature and amount of known or anticipated administrative claims.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 81:

Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

82. All Documents relating to interfund loans, balances or deferrals, including all Documents that reflect: (i) the transfers that gave rise to the loans or deferrals; (ii) the conditions or terms of the loans or deferrals; (iii) the dates of the loans or deferrals; (iv) the purposes of the loans or deferrals; (v) any methods or policies governing or applying to the City's repayment of the loaned or deferred funds to their original fund; (vi) the proposed treatment of the loans or deferrals under the Plan; and (vii) any research or analysis regarding the treatment of the loans or deferrals, their legality or their potential cancellation or invalidation.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 82:

Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

83. All Documents reflecting research or analysis related to any the City's efforts to reduce its labor costs from January 1, 2009 to the present, whether implemented, considered or proposed.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 83:

Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

84. All Documents that reflect any research or analysis conducted by or for the City related to any operational restructuring plans, whether implemented, considered, or proposed, including the costs of implementing such plans and the actual and projected resulting savings.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 84:

Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

85. All Documents analyzing the deferral of any of the spending proposals contemplated by the City's June 14, 2013 Proposal to Creditors.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 85:

Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody,

or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

86. All Documents that relate to expense reduction efforts undertaken since the Petition Date or planned by the City for the future.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 86:

Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

87. All Documents that reflect any research or analysis related to any initiatives to improve the City's collection of taxes, fines, or user fees, and/or to decrease the delinquency rates applicable to such collection.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 87:

Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

88. All Documents that reflect any research or analysis related to any component of the tax burden on the City's residents in comparison to (i) surrounding areas or (ii) cities of comparable size.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 88:

Subject to and without waiving the general objections noted above, the City

responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

89. All Documents that reflect any research or analysis related to the effects of tax changes enacted from January 1, 2009 to the present, including the effect of the tax changes on the City's economic growth or revenues.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 89:

Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

90. All Documents that reflect any research or analysis conducted by or for the City related to its ability (or inability) to raise additional revenue through increases of existing taxes, assessments, or user fees; the levying of new taxes, assessments, user fees; or otherwise.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 90:

Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

91. All Documents that reflect the calculations or determinations of growth rates relevant to the income tax revenue projections included in the most recent Ten-Year Summary of Restructuring Initiatives, including all Documents

supporting any assumptions included in the Ten-Year Summary as to: (i) the City's population growth; (ii) employment in the City and its allocation between residents and non-residents; and (iii) average wage assumptions.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 91:

Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

92. All Documents that relate to claims that is subject to a Release or Exculpation in the Plan, including Documents that relate to: (i) investigations into such claims; (ii) the potential liability to the City of any person or entity that would be entitled to Releases and Exculpations as proposed by the Plan; (iii) the potential liability to the City's creditors of any person or entity that would be entitled to Releases and Exculpations as proposed by the Plan; and (iv) any contribution to the City or to the City's debt adjustment efforts by any party to be provided a Release or Exculpation as proposed by the Plan.

OBJECTIONS AND RESPONSE TO DOCUMENT REQUEST NO. 92:

Subject to and without waiving the general objections noted above, the City responds that it will produce non-privileged documents in its possession, custody, or control, to the extent they exist, that are reasonably responsive to this request, as the City understands it.

Dated: May 6, 2014

Respectfully submitted,

/s/ Bruce Bennett

Bruce Bennett (CA 105430)

JONES DAY

555 South Flower Street

Fiftieth Floor

Los Angeles, California 90071

Telephone: (213) 243-2382

Facsimile: (213) 243-2539

bbennett@jonesday.com

David G. Heiman (OH 0038271)

Heather Lennox (OH 0059649)

JONES DAY

North Point

901 Lakeside Avenue

Cleveland, Ohio 44114

Telephone: (216) 586-3939

Facsimile: (216) 579-0212

dgheiman@jonesday.com

hlennox@jonesday.com

Jonathan S. Green (MI P33140)

Stephen S. LaPlante (MI P48063)

MILLER, CANFIELD, PADDOCK AND STONE, P.L.C.

150 West Jefferson

Suite 2500

Detroit, Michigan 48226

Telephone: (313) 963-6420

Facsimile: (313) 496-7500

green@millercanfield.com

laplante@millercanfield.com

ATTORNEYS FOR THE CITY OF DETROIT

Certificate of Service

I, Bruce Bennett, hereby certify that the foregoing City of Detroit's Objections and Responses to DWSD Discovery Parties' First Set of Joint Requests for the Production of Documents was filed and served via the Court's electronic case filing and noticing system on this 6th day of May, 2014.

Dated: May 6, 2014

/s/ Bruce Bennett

Bruce Bennett